

04-04-2001

SHEET

Docket No.:

NLY

014951/0259



101668724

Tab settings → → → ▼

To the Honorable Commissioner of

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

L&H APPLICATIONS USA, INC.

*MID 3-12-01*

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State **DELAWARE**  
☐ Other

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger  
☒ Security Agreement ☐ Change of Name  
☐ Other

Execution Date: **MARCH 5, 2001**

2. Name and address of receiving party(ies):

Name: **ABLECO FINANCE LLC, As Agent**

Internal Address:

Street Address: **450 PARK AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

- ☐ Individual(s) citizenship  
☐ Association  
☐ General Partnership  
☐ Limited Partnership  
☐ Corporation-State  
☒ Other **DELAWARE LIMITED LIABILITY CO.**

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☒ N  
(Designations must be a separate document from  
Additional name(s) & address(es) ☐ Yes ☒ N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

SEE  
ATTACHED  
SCHEDULE

B. Trademark Registration No.(s)

SEE  
ATTACHED  
SCHEDULE

Additional numbers ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **919 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved: **23**

7. Total fee (37 CFR 3.41): \$ **\$590.00**

- ☐ Enclosed  
☒ Authorized to be charged to deposit account

8. Deposit account number:

**SCHULTE ROTH & ZABEL LLP - 500675**

DO NOT USE THIS SPACE

04/03/2001 AAHMED1 00000187 500675 75434604

01 FC:481 40.00 CH  
02 FC:482 550.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

**PAUL A. JUERGENSEN**

Name of Person Signing

Signature

**MARCH 9, 2001**

Date

Total number of pages including cover sheet, attachments, and

16

TRADEMARK

REEL: 002263 FRAME: 0208

Mark: TRANSLATION @ YOUR FINGERTIPS  
Owner: L&H Applications USA, Inc. d/b/a Globalink, Inc.  
Country: US  
Application No.: 75/434,604  
Filing Date: 02/17/1998  
Int'l Class 42  
Filed as ITU  
Published: 10/19/1999

APPLICANT	DOCKET NUMBER	COUNTRY	TRADEMARK	APPLICATION NUMBER	FILED DATE	REGISTRATION NUMBER	REGISTRATION DATE	PRIORITY	STATUS	CLASS
L&H Applications USA Inc.	1585,276	US	BRINGING THE PRINTED WORD TO LIFE	75/477,316	4/30/89	2,259,339	7/6/93		REGISTERED	09
L&H Applications USA Inc.	1585,277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75/172,274	9/26/86				PENDING	09
L&H Applications USA Inc.	1585,280	US	KURZWEIL VOICE	75/136,434	7/23/86	2,213,651	12/29/98		REGISTERED	09
L&H Applications USA Inc.	1585,283	US	KURZWEIL VOICE PRO	75/296,151	5/27/87	2,190,634	9/22/98		REGISTERED	09
L&H Applications USA Inc.	1585,289	US	NOW YOUR TALKING	75/452,582	3/18/88			YES	ALLOWED	09
L&H Applications USA Inc.	1585,249	US	POWER TRANSLATOR	74/331,906	11/17/82	1,811,489	12/14/83		REGISTERED	09
L&H Applications USA Inc.	1585,230	US	SAY WHAT YOU SEE	75/044,757	1/17/86	2,253,907	6/15/99		REGISTERED	09
L&H Applications USA Inc.	1585,266	US	SPEAK YOUR MIND	74/523,602	5/11/84	2,058,621	5/6/97	YES	REGISTERED	09
L&H Applications USA Inc.	1585,266	US	TALKING MAX	75/558,878	9/25/88				ALLOWED	09
L&H Applications USA Inc.	1585,251	US	TRANSLATE DIRECT	74/708,319	7/31/85	2,039,486	2/18/97		REGISTERED	42
L&H Applications USA Inc.	1585,252	US	TRANSLATION @ YOUR FINGERTIPS	75/434,603	2/17/88				PENDING	09
L&H Applications USA Inc.	1585,253	US	TRANSLATION @ YOUR FINGERTIPS	75/434,604	2/17/88				PENDING	42
L&H Applications USA Inc.	1585,268	US	VOICEEM	74/289,354	6/29/82	1,762,587	4/6/93		REGISTERED	09
L&H Applications USA Inc.	1585,269	US	VOICEFAX	74/289,353	6/29/82	1,764,251	4/13/93		REGISTERED	09
L&H Applications USA Inc.	1585,271	US	VOICEMED	74/289,353	6/29/82	1,815,723	1/17/94		REGISTERED	09

OWNER	BOOK NUMBER	COUNTRY	TRADEMARK	REGISTRATION NUMBER	PENDING DATE	REGISTRATION DATE	REGISTRATION DATE	STATUS	DATE
L&H Applications USA, Inc.	1585,284	US	VOICEPAD	7507,8,510	3/26/85			PENDING	08
L&H Applications USA, Inc.	1585-19	US	VOICERAD	73661,125	5/15/87	1,501,042	8/23/88	REGISTERED	08
L&H Applications USA, Inc.	1585,274	US	VOICEREPORT	75289,456	6/29/82	1,775,026	6/8/83	REGISTERED	08
L&H Applications USA, Inc.	1585,285	US	VOICEWORKS	75036,544	12/26/95	2,083,129	7/29/97	REGISTERED	08

I&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

GLOBALINK, INC.	1585.241	US	GLOBALINK (plus globe design)	7/4/01.248	3/17/94	1,877,307	2/7/95	REGISTERED	09
GLOBALINK, INC.	1585.242	US	GLOBALINK (plus globe design)	7/4/01.281	1/27/94	1,885,444	3/21/95	REGISTERED	42
GLOBALINK, INC.	100309050	US	GLOBALINK MISCELLANEOUS DESIG	7/5/01.003	2/17/98			PENDING	42

COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, L&H APPLICATIONS USA, INC. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated as of March 5, 2001 (the "Security Agreement") in favor of ABLECO FINANCE LLC, as Agent for certain lenders (the "Assignee");

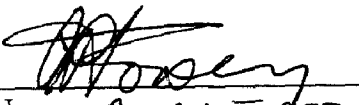
WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Guaranteed Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby pledges and assigns to the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Guaranteed Obligations.

The Assignor hereby further acknowledges and affirms that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. The exercise of such rights and remedies of the Assignee shall not terminate the rights of the holders of any licenses or sublicenses theretofore granted by the Assignor in accordance with the provisions of the Security Agreement.

IN WITNESS WHEREOF, the Assignor has caused this Collateral Assignment to be duly executed by its officer thereunto duly authorized as of March 5, 2001.

L&H APPLICATIONS USA, INC.

By:   
Name: ALLAN FORSEY  
Title: VICE-PRESIDENT FINANCE

STATE OF MASSACHUSETTS  
SS.:  
COUNTY OF MIDDLESEX

On this 2ND day of March 2001, before me personally came ALLAN FORSEY,  
to me known to be the person who executed the foregoing instrument, and who, being duly  
sworn by me, did depose and say that he is the V.P. FINANCE of  
L&H Applications USA, Inc., a Delaware corporation, and that he executed the foregoing  
instrument in the firm name of L&H Applications USA, Inc., and that he had authority to sign  
the same, and he acknowledged to me that he executed the same as the act and deed of said firm  
for the uses and purposes therein mentioned.

Pamela Gurney Farnham

PAMELA GURNEY FARNHAM  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES JULY 5, 2007

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SEE ATTACHED

Mark: TRANSLATION @ YOUR FINGERTIPS  
Owner: L&H Applications USA, Inc. d/b/a Globalink, Inc.  
Country: US  
Application No.: 75/434,604  
Filing Date: 02/17/1998  
Int'l Class 42  
Filed as ITU  
Published: 10/19/1999

OWNER	LOGO	COUNTRY	TRADEMARK	APPLICATION NUMBER	PENDING DATE	REGISTRATION NUMBER	REGISTRATION DATE	FILED	STATUS	CLASS
LEH Applications USA, Inc.	1585,278	US	BRINGING THE PRINTED WORD TO LIFE	75/47,316	4/30/95	2,259,339	7/6/99		REGISTERED	09
LEH Applications USA, Inc.	1585,277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75/172,214	9/26/96				PENDING	09
LEH Applications USA, Inc.	1585,280	US	KURZWEIL VOICE	75/138,434	7/23/96	2,213,651	12/29/98		REGISTERED	09
LEH Applications USA, Inc.	1585,283	US	KURZWEIL VOICE PRO	75/298,151	5/27/97	2,190,634	9/22/98		REGISTERED	09
LEH Applications USA, Inc.	1585,289	US	NOW YOUR TALKING	75/452,582	3/18/98			YES	ALLOWED	09
LEH Applications USA, Inc.	1585,249	US	POWER TRANSLATOR	74/331,906	1/17/92	1,811,489	12/14/93		REGISTERED	09
LEH Applications USA, Inc.	1585,230	US	SAY WHAT YOU SEE	75/044,757	1/17/95	2,253,907	6/15/99		REGISTERED	09
LEH Applications USA, Inc.	1585,266	US	SPEAK YOUR MIND	74/523,602	5/11/94	2,059,621	5/6/97	YES	REGISTERED	09
LEH Applications USA, Inc.	1585,286	US	TALKING MAX	75/558,878	9/25/98				ALLOWED	09
LEH Applications USA, Inc.	1585,251	US	TRANSLATE DIRECT	74/708,319	7/31/95	2,039,486	2/18/97		REGISTERED	42
LEH Applications USA, Inc.	1585,252	US	TRANSLATION @ YOUR FINGERTIPS	75/434,603	2/17/98				PENDING	09
LEH Applications USA, Inc.	1585,253	US	TRANSLATION @ YOUR FINGERTIPS	75/434,604	2/17/98				PENDING	42
LEH Applications USA, Inc.	1585,268	US	VOICEEM	74/289,354	6/29/92	1,762,587	4/6/93		REGISTERED	09
LEH Applications USA, Inc.	1585,269	US	VOICEFAX	74/289,353	6/29/92	1,764,251	4/13/93		REGISTERED	09
LEH Applications USA, Inc.	1585,271	US	VOICEMED	74/289,363	6/29/92	1,815,723	1/11/94		REGISTERED	09

OWNER	VOICERAD NUMBER	COUNTRY	TRADEMARK	REGISTRATION NUMBER	FILED DATE	REGISTRATION DATE	STATUS	UNIT
LEH Applications USA Inc.	1585,284	US	VOICERAD	75078,510	3/28/86		PENDING	08
LEH Applications USA Inc.	1585-19	US	VOICERAD	73861,125	5/15/87	1,501,042	REGISTERED	08
LEH Applications USA Inc.	1585,274	US	VOICEREFORT	75289,455	6/29/92	1,775,028	REGISTERED	08
LEH Applications USA Inc.	1585,285	US	VOICEWORKS	75036,544	12/28/95	2,083,129	REGISTERED	08

L&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

APPLICANT	REGISTRATION NUMBER	COUNTRY	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE	REGISTRATION STATUS	TERM		
GLOBALINK INC.	1585,241	US	GLOBALINK (plus globe design)	741501,248	3/17/94	1,877,507	2/7/95	REGISTERED	09
GLOBALINK INC.	1585,242	US	GLOBALINK (plus globe design)	741483,281	1/27/94	1,885,414	3/21/95	REGISTERED	42
GLOBALINK INC.	100309050	US	GLOBALINK MISCELLANEOUS DESIG	75435,003	2/7/98			PENDING	42

OWNER	REGISTERED	TRADEMARK	APPLICATION NUMBER	PENDING DATE	REGISTRATION DATE	REGISTRATION OFFICE	STATUS	CLASS
LEH Applications USA Inc.	1585.252BR	BRAZIL	POWER TRANSLATOR PRO	819300311	4/28/97		PENDING	09
LEH Applications USA Inc.	1585.252PE	PERU	POWER TRANSLATOR PRO	060611	4/14/98	4/24/98	REGISTERED	09
LEH Applications USA Inc.	1585.252AU	AUSTRALIA	TRANSLATION @ YOUR FINGERTIPS	820278	3/20/98		PENDING	09
LEH Applications USA Inc.	1585.252AU	AUSTRALIA	TRANSLATION @ YOUR FINGERTIPS	820278	3/20/98		PENDING	42
LEH Applications USA Inc.	1585.252BR	BRAZIL	TRANSLATION @ YOUR FINGERTIPS	820906115	7/14/98		PENDING	09
LEH Applications USA Inc.	1585.253BR	BRAZIL	TRANSLATION @ YOUR FINGERTIPS	820906107	7/14/98		PENDING	42

OWNER	DOI NUMBER	COUNTRY	TRADEMARK	APPROXIMATE DATE	FILED DATE	REGISTRATION NUMBER	REGISTRATION DATE	INT	STATUS	CLASS
TIKSOFT LLC	100304JP0	JAPAN	MAXIATERU	N/A	5/14/99				PENDING	09
TIKSOFT LLC	1585, 286BX	BENELUX	TALKING MAX	935052	3/23/99	646731	3/23/99		REGISTERED	09
TIKSOFT LLC	1585, 286BX	BENELUX	TALKING MAX	935052	3/23/99	646731	3/23/99		REGISTERED	16
TIKSOFT LLC	1585, 286DE	GERMANY	TALKING MAX	38917380	3/24/99	38917380	5/17/99		REGISTERED	09
TIKSOFT LLC	1585, 286FR	FRANCE	TALKING MAX	99782752	3/24/99	99782752	3/24/99		REGISTERED	09
TIKSOFT LLC	1585, 286GB	UNITED KINGDOM	TALKING MAX	2192605	3/24/99	2192605	3/24/99		REGISTERED	09

OWNER	REGISTRATION NO.	COUNTRY	TRADEMARK	REGISTRATION NO.	REGISTRATION NO.	REGISTRATION NO.	REGISTRATION NO.	REGISTRATION NO.	REGISTRATION NO.	REGISTRATION NO.
ARTICULATE SYSTEMS, INC.	1585, 306FR	FRANCE	VOICE NAVIGATOR (stylized)	222101	109/80	1,626, 168	109/80	REGISTERED	08	
ARTICULATE SYSTEMS, INC.	1585, 306GB	UNITED KINGDOM	VOICE NAVIGATOR (stylized)	1443822		1443822	109/80	REGISTERED	08	

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

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Mark: TRANSLATION @ YOUR FINGERTIPS  
Owner: L&H Applications USA, Inc. d/b/a Globalink, Inc.  
Country: US  
Application No.: 75/434,604  
Filing Date: 02/17/1998  
Int'l Class 42  
Filed as ITU  
Published: 10/19/1999

Applicant	Serial Number	Country	Trademark	Application Number	Registration Number	Registration Date	Registration Status	Registration Class
L&H Applications USA, Inc.	1585,278	US	BRINGING THE PRINTED WORD TO LIFE	75/477,316	4/30/89	2,259,339	7/6/99	REGISTERED
L&H Applications USA, Inc.	1585,277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75/172,274	9/26/86			PENDING
L&H Applications USA, Inc.	1585,280	US	KURZWEIL VOICE	75/136,434	7/23/86	2,213,651	12/29/88	REGISTERED
L&H Applications USA, Inc.	1585,283	US	KURZWEIL VOICE PRO	75/236,151	5/27/87	2,180,634	6/22/88	REGISTERED
L&H Applications USA, Inc.	1585,289	US	NOW YOUR TALKING	75/452,582	3/18/88			ALLOWED
L&H Applications USA, Inc.	1585,249	US	POWER TRANSLATOR	74/331,906	11/7/82	1,811,489	12/14/83	REGISTERED
L&H Applications USA, Inc.	1585,230	US	SAY WHAT YOU SEE	75/044,767	1/17/86	2,253,807	6/15/89	REGISTERED
L&H Applications USA, Inc.	1585,266	US	SPEAK YOUR MIND	74/523,802	5/11/84	2,059,621	5/6/97	REGISTERED
L&H Applications USA, Inc.	1585,286	US	TALKING MAX	75/558,878	9/25/88			ALLOWED
L&H Applications USA, Inc.	1585,251	US	TRANSLATE DIRECT	74/708,319	7/31/85	2,038,486	2/19/87	REGISTERED
L&H Applications USA, Inc.	1585,252	US	TRANSLATION @ YOUR FINGERTIPS	75/434,603	2/17/88			PENDING
L&H Applications USA, Inc.	1585,253	US	TRANSLATION @ YOUR FINGERTIPS	75/434,604	2/17/88			PENDING
L&H Applications USA, Inc.	1585,268	US	VOICEEM	74/288,354	6/29/82	1,762,587	4/6/93	REGISTERED
L&H Applications USA, Inc.	1585,269	US	VOICEFAX	74/288,353	6/29/82	1,764,251	4/13/93	REGISTERED
L&H Applications USA, Inc.	1585,271	US	VOICEMED	74/288,363	6/29/82	1,815,723	7/17/84	REGISTERED

APPLICANT	INVENTOR	COUNTRY	TRADEMARK	CLASS	FILED	DATE	STATUS	REMARKS	
LHI Applications USA Inc.	1585-284	US	VOICEPAD	75078510	3/26/95		PENDING	09	
LHI Applications USA Inc.	1585-19	US	VOICERAD	73661125	5/15/87	1,501,042	8/23/88	REGISTERED	09
LHI Applications USA Inc.	1585-274	US	VOICEREPORT	75289456	8/29/92	1,775,028	6/8/93	REGISTERED	09
LHI Applications USA Inc.	1585-285	US	VOICEWORKS	75036544	12/28/95	2,083,126	7/29/97	REGISTERED	09

Applicant	Serial Number	Country	Trademark	Registration Number	Registration Date	Registration Status	Registration Class
GLOBALINK INC.	1585,241	US	GLOBALINK (plus globe design)	74501,248	3/17/84	1,817,507	2/7/85
GLOBALINK INC.	1585,242	US	GLOBALINK (plus globe design)	74483,281	1/27/84	1,805,444	3/21/85
GLOBALINK INC.	1100309050	US	GLOBALINK MISCELLANEOUS DESIG	75435,003	2/17/86		

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

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